

April 21, 2016

DGM – Corporate Relations,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Scrip Code: 500210

The Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1,
Block G, Bandra-Kurla Complex,
Bandra (East), Mumbai- 400 051
Scrip Symbol: INGERRAND EQ

The Listing Department,
Ahmedabad Stock Exchange Limited,
Kamdhenu Complex,
Opp Sahajanand College,
Panjarapole, Ahmedabad- 380 015
Scrip Code: 26610

Dear Sir/ Madam,

Ref: Result of voting by Postal ballot /E-voting - Scrutinizers Report.

As per the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find herewith the Scrutinizer's Report dated April 18, 2016 containing the results of voting by Postal ballot/ E-voting.

You are requested to take the same on record.

Thanking you,

Very truly yours,
For **INGERSOLL – RAND (INDIA) LIMITED**



P. R. SHUBHAKAR
General Manager- Corp. Finance and Company Secretary

Encl: as above

ADITI MISRA

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N.G.N. Vaidya Marg,

Fort, Mumbai 400 023.

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Scrutinizer's Report on Postal Ballot

To
The Chairman
Ingersoll-Rand (India) Limited
Plot No. 35, KIADB Industrial Area,
Bidadi,
Bangalore - 562 109.

Sub : Passing of resolution through Notice of Postal Ballot dated February 4, 2016

Sir,

I, Aditi Misra, Advocate with M/s. Crawford Bayley & Co., Advocates and Solicitors, has been appointed as a Scrutinizer by the Board of Directors of Ingersoll-Rand (India) Limited (the "Company") to scrutinize the postal ballot voting process including voting by electronic means in respect of passing of the resolution contained in the notice of postal ballot dated February 4, 2016 (the "Postal Ballot Notice").

In line with certain prescribed requirements under the relevant provisions of the Companies Act, 2013 and the rules notified thereunder namely the Companies (Management and Administration) Rules, 2014, I submit my report as under:

1. The Company completed the dispatch of Postal Ballot Forms along with postage prepaid Business Reply Envelope on March 15, 2016 to its Members whose names appear on the Register of Members and List of beneficial owners as on March 4, 2016, including dispatch in electronic form to the email addresses registered with their Depository Participant. The newspaper advertisement for completion of dispatch of the Postal Ballot Notice appeared on March 16, 2016.
2. The postal ballot voting process including voting by electronic means commenced on March 18, 2016 at 9:00 am IST and ended on April 16, 2016 at 5.00 p.m. IST.
3. The postal ballot and all other papers relating to postal ballot including voting by electronic means, received up to the close of working hours, i.e. 5.00 p.m. IST on April 16, 2016, the last day and time fixed by the Company for the receipt of the Postal Ballot Forms, were scrutinized by me with respect to their validity and have been recorded.
4. After the conclusion of the e-voting period at 5.00 p.m. IST on April 16, 2016, in my capacity as Scrutinizer, I unblocked the votes cast under the e-voting program in the presence of 2 witnesses and, based on an examination and download of the relevant contents on the National Securities Depository Limited's e-voting portal <https://www.evoting.nsdl.com/> and examination of other documents, have certified the result of e-voting thereof.

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5. No postal ballot or all other papers relating thereto including voting by electronic means, received after the close of working hours, i.e. 5.00 p.m. IST on April 16, 2016, the last day and time fixed by the Company has been taken into account for the purpose of determining the result.
6. The particulars of all the Postal Ballot Forms received in physical and electronic mode from the Members have been entered in a register maintained separately for the purpose.
7. None of the incomplete, unsigned or incorrect Postal Ballot Forms accounting for invalid votes have been taken into account for the purpose of determining the result.
8. I did not find any defective Postal Ballot Forms.
9. None of the envelopes containing Postal Ballot Forms were returned undelivered.
10. I further report that the data relating to voting by electronic means and physical ballots was scrutinized by me for verification of votes cast in favour and against the resolution. The signature verification process was also conducted by the Registrar and Share Transfer Agent of the Company namely TSR Darashaw Limited.
11. The postal ballot and all other papers relating to postal ballot including voting by electronic means will be handed over to the Company for safe preservation of the same after consideration, approval and signing of the minutes of postal ballot voting process including voting by electronic means by the Chairman.
12. The summary of the votes cast by means of postal ballot including voting by electronic means in relation to the resolution proposed *vide* the Postal Ballot Notice is given below :

Resolution : Special Resolution to grant approval for changing the situation of Registered Office of the Company as detailed in Postal Ballot Notice dated February 4, 2016 read together with the explanatory statement annexed to the Postal Ballot Notice

Particulars	Total Number of Ballots / Electronic Voting Confirmations	Total Number of Votes Cast
Physical Mode		
Total number of Postal Ballot Forms received	170	149740
Less : Invalid Postal Ballot Forms	14	1776
Total : Valid Postal Ballot Forms	156	147964
Postal Ballot Forms giving Assent	155	147864
Postal Ballot Forms giving Dissent	1	100
Electronic Voting		
Total Electronic Voting Confirmations	130	25757587
Less : Invalid Electronic Voting Confirmations	NIL	NIL
Total : Valid Electronic Voting Confirmations	130	25757587
Electronic voting with Assent	125	25757110
Electronic voting with Dissent	5	477

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The voting result in the prescribed format notified under the Securities and Exchange of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as an 'Annexure'.

13. Based on the above, the special resolution set out in the Postal Ballot Notice is passed with the requisite majority as on April 16, 2016.
14. The result of the voting by Members through postal ballot voting process including voting by electronic means in respect of the abovementioned resolution may, accordingly, be declared by the Chairman of the Company.

Yours faithfully,

Aditi Misra
ADITI MISRA

Place : Mumbai
Date : April 18, 2016

Annexure

Passing of resolution of Ingersoll-Rand (India) Limited through Notice of Postal Ballot dated February 4, 2016

Voting Result under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date on which the resolution are deemed to have been passed	April 16, 2016
Date of declaration of result of postal ballot voting process	April 21, 2016
Total number of shareholders on record date	23,635
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NA
Agenda - wise disclosure (to be disclosed separately for each agenda item)	As detailed below
Resolution required: (Ordinary / Special)	Special resolution
Whether promoter / promoter group are interested in the agenda/ resolution?	No

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Resolution : Special Resolution to grant approval for changing the situation of Registered Office of the Company as detailed in Postal Ballot Notice dated February 4, 2016 read together with the explanatory statement annexed to the Postal Ballot Notice

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	23360000	23360000	100	23360000	0	100	0
	Poll	23360000	0	0	0	0	0	0
	Postal Ballot	23360000	0	0	0	0	0	0
	Total	23360000	23360000	100	23360000	0	100	0
Public Institutional Holders	E-Voting	2773104	2387035	86.08	2387035	0	100	0
	Poll	2773104	0	0	0	0	0	0
	Postal Ballot	2773104	72556	2.62	72556	0	100	0
	Total	2773104	2459591	88.69	2459591	0	100	0
Public - Others	E-Voting	5434896	10552	0.19	10075	477	95.48	4.52
	Poll	5434896	0	0	0	0	0	0
	Postal Ballot	5434896	75408	1.39	75308	100	99.87	0.13
	Total	5434896	85960	1.58	85383	577	99.33	0.67
Total	E-Voting	31568000	25757587	81.59	25757110	477	100	0
	Poll	31568000	0	0	0	0	0	0
	Postal Ballot	31568000	147964	0.47	147864	100	99.93	0.07
	Total	31568000	25905551	82.06	25904974	577	100	0

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